

(2)

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
ATTORNEYS AT LAW

815 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20008-4004
(202) 463-2400
FAX (202) 828-5393

ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CA 90067-3063
(310) 277-7200
FAX (310) 201-5218

900 THIRD AVENUE
NEW YORK, NY 10022-4728
(212) 715-9000
FAX (212) 752-3118

101 CALIFORNIA STREET - SUITE 2900
SAN FRANCISCO, CA 94111-5858
(415) 397-2823
FAX (415) 397-8549

455 CAPITOL MALL - SUITE 302
SACRAMENTO, CA 95814-4308
(916) 558-4828
FAX (916) 558-4839

55 EAST MONROE STREET - SUITE 4200
CHICAGO, ILLINOIS 60603-5803
(312) 346-8000
FAX (312) 269-8869

WRITER'S DIRECT DIAL

(312) 269-8930

INTERNATIONAL

AVENUE LOUISE 500, BOÎTE 8
1050 BRUSSELS, BELGIUM
TELEPHONE (32) (2) 647.60.25
FAX (32) (2) 640.70.71

SEYFARTH, SHAW & WONG
80 RAFFLES PLACE
#58-01 UOB PLAZA
SINGAPORE 0104
(65) 532-4588
FAX (65) 532-5711
(65) 532-5722

AFFILIATE FIRMS

MATRAY, MATRAY & HALLET
BRUSSELS AND LIEGE, BELGIUM
COLOGNE, GERMANY

January 24, 1994

RECORDATION NO. 9841-1 FILED 1-25

JAN 23 1995 - 3:35 PM

VIA OVERNIGHT COURIER

Secretary

Interstate Commerce Commission

Room 2311

Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

Re: Interail, Inc./DOCUMENTS FOR RECORDATION

Dear Secretary:

I am an attorney representing a party to the enclosed documents. I have enclosed two originals or an original and a certified copy of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto. The documents are:

1. Termination of Management Agreement, a secondary document, dated as of March 25, 1994. The name and address of the party to the foregoing document follows:

Owner: TCC Investments Inc. (successor in interest to Hillman Manufacturing Company)
824 Market Street, Suite 900
Wilmington, Delaware 19801

The primary document to which the foregoing document is connected is a Conditional Sales Agreement dated as of October 31, 1978, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841. The equipment covered by the foregoing document follows: all of the railroad cars subject to the Management Agreement dated as of October 31, 1978, between Hillman Manufacturing Company and Detroit and Mackinac Railway Company, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841-B.

2. Termination of Conditional Sales Agreement, a secondary document, dated as of March 25, 1994. The names and addresses of the parties to the foregoing document follow:

LICENSING BRANCH

JAN 23 3 30 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

010050081

Interstate Commerce Commission

January 24, 1995

Page Two

Owner: TCC Investments Inc. (successor in interest to Hillman Manufacturing Company)
824 Market Street, Suite 900
Wilmington, Delaware 19801

Builder: The Provident Bank, as Agent and Assignee of Whitaker Corporation
(Berwick Forge and Fabricating Division)
One East Fourth Street
Cincinnati, Ohio 45202

The primary document to which the foregoing document is connected is a Conditional Sales Agreement dated as of October 31, 1978, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841. The equipment covered by the foregoing document follows: all of the railroad cars subject to the Conditional Sales Agreement dated as of October 31, 1978, among Hillman Manufacturing Company, The Provident Bank, as Agent and Assignee of Whitaker Corporation (Berwick Forge and Fabricating Division), and Wilmington Securities, Inc., filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841.

A fee of \$42.00 is enclosed. Please return an original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to Stacy Powell-Bennett, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the documents to appear in the index follows:

1. Termination of Management Agreement dated as of March 25, 1994, by TCC Investments Inc. (successor in interest to Hillman Manufacturing Company), Wilmington, Delaware, covering all of the railroad cars subject to the Management Agreement dated as of October 31, 1978, between Hillman Manufacturing Company and Detroit and Mackinac Railway Company, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841-B.
2. Termination of Conditional Sales Agreement dated as of March 25, 1994, between TCC Investments Inc. (successor in interest to Hillman Manufacturing Company), Wilmington, Delaware, and The Provident Bank, Cincinnati, Ohio, as Agent and Assignee of Whitaker Corporation (Berwick Forge and Fabricating Division), covering all of the railroad cars subject to the Conditional Sales Agreement dated as of October 31, 1978, among Hillman Manufacturing Company, The Provident Bank,

JAN 23 1995 - 3 33 PM

TERMINATION OF MANAGEMENT AGREEMENT INTERSTATE COMMERCE COMMISSION

This termination is made this 25th date of March, 1994 by TCC INVESTMENTS INC. (successor in interest to HILLMAN MANUFACTURING CO.), a Delaware corporation.

WHEREAS on October 31, 1978, Hillman Manufacturing Corporation as owner entered into a Management Agreement with the Detroit and Mackinac Railway Company, as Manager (the "Management Agreement"), in regards to the management of 250, 70 ton railroad cars, now marked DM 10000 to 10249 (the "Cars"), which was recorded with the Interstate Commerce Commission (ICC) as Recordation No. 9841-B on November 16, 1978, and which the Management Agreement was assigned by Hillman Manufacturing Co., to The Provident Bank, as an agent for The Great American Insurance Company and the Stonewall Insurance Company, in Management Agreement Assignment dated October 31, 1978 ("Assignment") and recorded with the ICC on November 16, 1978 and assigned Recordation No. 9841-C.

WHEREAS, TCC is entitled to terminate the Management Agreement with respect to all railroad cars covered thereby pursuant to the Detroit and Mackinac Railway Company's Event of Default under the Management Agreement with respect to its failure to make certain payments in accordance with Section 7 of the Management Agreement.

WHEREAS, in accordance with Section 7 of the Management Agreement, 10 days written notice of the intent to terminate the Management Sales Agreement with respect to all cars covered thereunder was provided by TCC Investments Inc. to the Detroit and Mackinac Railway Co. on June 28, 1993 for termination effective July 8, 1993.

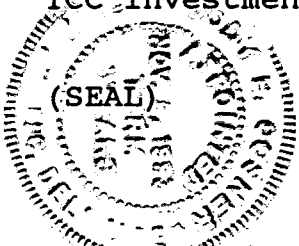
NOW, THEREFORE, TCC Investments Inc. hereby terminates of record the Management Agreement pursuant to Section 14 thereof in its entirety.

TCC INVESTMENTS INC.

By: Darlene Clarke
Darlene ClarkeIts: Vice President

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me this 8th
day of December, 1994, by Darlene Clarke, Vice President of
TCC Investments Inc. on behalf of the corporation.



Jody S. Connor

Notary Public

My Commission Expires 11/2/97

My Commission expires: _____

CONSENT AND ACKNOWLEDGMENT:

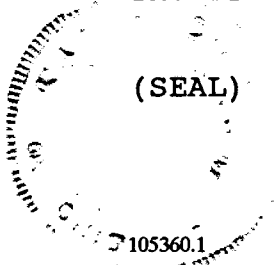
The Provident Bank, as Agent and assignee of the Management
Agreement pursuant to the Assignment, hereby consents to the
foregoing termination.

THE PROVIDENT BANK

BY: [Signature]

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 13th
day of January, 1994 by Forest C. Frank, Vice President, of
The Provident Bank on behalf of the corporation.



[Signature]
Notary Public

MICHAEL F. BIGLER
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE